P.O.Box 61288, Houston TX 77208 (Houst	on Division)	PROOF OF CLAIM
Name of Debtors	Case Number	
X_Stage Stores, Inc., a Delaware corporation Specialty Retailers, Inc., a Texas corporation Specialty Retailers, Inc. (NV), a Nevada corporation	00-35078-H2-11 00-35079-H2-11 00-35080-H2-11	United States Bankruptcy Court
*place an "x" beside the name of the Debtor you are filing a claim against		Southern District of Texas FILED
Name of Creditor (The person or other entity to whom the debtor owes money or property): <i>ULTRAK OPERATING</i> , 上, P,	Check box if you are aware that anyone else a filed a proof of claim relating to your claim.  Attach copy of statement giving particulars.	JUN 2 6 2000 Michael N. Milby, Clerk
Name and address where notices should be sent:  KEN BARKER	Check box if you have never received any notices from the bankruptcy court in this case	
KEN BARKER ULTRAK OPERATING, C.P. 1301 WATERS RIDGE ORIVE LEWISKILLE, TEXAS 75057	Check box if the address differs from the address on the envelope sent to you by the court.	
Account or other number by which creditor identifies debtor: $183435$	Check here replaces if this claim amends a previous	ously filed claim, dated:
1. Basis for Claim  X Goods sold  Services performed  Money loaned  Personal injury/wrongful death  Taxes  Other	Retiree benefits as defined in 11 U Wages, salaries, and compensation Your SS#: Unpaid compensation for services from to (date)	n (Fill out below)
2. Date debt was incurred:	3. If court judgment, date obt	·
If all or part of your claim is secured or entitled to priority, also complete Check this box if claim includes interest or other charges in additional charges.  5. Secured Claim.	to the principal amount of the claim.	Attach itemized statement of all interest or
J. Secarea Ciaini.	io. Onsecureu Filolity Gianni.	
<ul> <li>Check this box if your claim is secured by collateral (including a right of setoff).</li> <li>Brief Description of Collateral:         <ul> <li>Real Estate</li> <li>Motor Vehicle</li> </ul> </li> </ul>	6. Unsecured Priority Claim.  Check this box if you have an u Amount entitled to priority \$ Specify the priority of the claim: Wages, salaries, or commissions (up to the bankruptcy petition or cessation of the	\$4,300),* earned within 90 days before filing of
— Check this box if your claim is secured by collateral (including a right of setoff).  Brief Description of Collateral:	<ul> <li>Check this box if you have an understand Amount entitled to priority \$</li> <li>Specify the priority of the claims:</li> <li>Wages, salaries, or commissions (up to the bankruptcy petition or cessation of the U.S.C. § 507(a)(3)</li> <li>Contributions to an employee benefit player</li> <li>Up to \$1,950* of deposits toward purchase personal, family, or household use - 11 to Alimony, maintenance, or support owed</li> </ul>	\$4,300),* earned within 90 days before filing of the debtor's business, whichever is earlier - 11 on - 11 U.S.C. § 507(a)(4). se, lease, or rental of property or services for J.S.C. § 507(a)(6).
<ul> <li>Check this box if your claim is secured by collateral (including a right of setoff).</li> <li>Brief Description of Collateral:         <ul> <li>Real Estate</li> <li>Motor Vehicle</li> <li>Other All personal and intangible property of Debtor's Estate</li> </ul> </li> <li>Value of Collateral: \$</li> <li>Amount of arrearage and other charges at time case filed included in secured claim, if any \$</li> </ul>	<ul> <li>Check this box if you have an understand Amount entitled to priority \$</li> <li>Specify the priority of the claims:</li> <li>Wages, salaries, or commissions (up to the bankruptcy petition or cessation of the U.S.C. § 507(a)(3)</li> <li>Contributions to an employee benefit play up to \$1,950* of deposits toward purchated personal, family, or household use - 11 to Alimony, maintenance, or support owed - 507(a)(7).</li> <li>Taxes or penalties owed to governmentated Other - Specify applicable paragraph of</li> </ul>	\$4,300),* earned within 90 days before filing of the debtor's business, whichever is earlier - 11 on - 11 U.S.C. § 507(a)(4). se, lease, or rental of property or services for J.S.C. § 507(a)(6). to a spouse, former spouse, or child - 11 U.S.C. all units - 11 U.S.C. § 507(a)(8). 11 U.S.C. § 507(a). 108 and every 3 years thereafter with respect to
<ul> <li>Check this box if your claim is secured by collateral (including a right of setoff).</li> <li>Brief Description of Collateral:         <ul> <li>Real Estate</li> <li>Other All personal and intangible property of Debtor's Estate</li> </ul> </li> <li>Value of Collateral: \$</li> <li>Amount of arrearage and other charges at time case filed included in secured claim, if any \$</li> <li>Credits: The amount of all payments on this claim has been credited and det the purpose of making this proof of claim.</li> <li>Supporting Documents: Attach copies of supporting documents, such notes, purchase orders, invoices, itemized statements of running accounts, contricount judgments, mortgages, security agreements, and evidence of perfection of DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.</li> <li>Date-Stamped Copy: To receive an acknowledgment of the filing of you</li> </ul>	Check this box if you have an understand Amount entitled to priority \$ Specify the priority of the claims:  — Wages, salaries, or commissions (up to the bankruptcy petition or cessation of the U.S.C. § 507(a)(3)  — Contributions to an employee benefit plain.  — Up to \$1,950* of deposits toward purchate personal, family, or household use - 11 to Alimony, maintenance, or support owed - 507(a)(7).  — Taxes or penalties owed to governmentate.  — Other - Specify applicable paragraph of *Amounts are subject to adjustment on 4/1/standard cases commenced on or after the date of adducted for as promissory acts, lien.	\$4,300),* earned within 90 days before filing of the debtor's business, whichever is earlier - 11 on - 11 U.S.C. § 507(a)(4). se, lease, or rental of property or services for J.S.C. § 507(a)(6). to a spouse, former spouse, or child - 11 U.S.C. all units - 11 U.S.C. § 507(a)(8). 11 U.S.C. § 507(a). 28 and every 3 years thereafter with respect to
Check this box if your claim is secured by collateral (including a right of setoff).  Brief Description of Collateral: Real Estate Motor Vehicle Other All personal and intangible property of Debtor's Estate  Value of Collateral: \$  Amount of arrearage and other charges at time case filed included in secured claim, if any \$  7. Credits: The amount of all payments on this claim has been credited and dec the purpose of making this proof of claim.  8. Supporting Documents: Attach copies of supporting documents, such notes, purchase orders, invoices, itemized statements of running accounts, contricourt judgments, mortgages, security agreements, and evidence of perfection of DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.	Check this box if you have an under the Amount entitled to priority \$ Specify the priority of the claims:  Wages, salaries, or commissions (up to the bankruptcy petition or cessation of the U.S.C. § 507(a)(3)  Contributions to an employee benefit plan up to \$1,950* of deposits toward purchas personal, family, or household use - 11 to Alimony, maintenance, or support owed - 507(a)(7).  Taxes or penalties owed to governmental other - Specify applicable paragraph of *Amounts are subject to adjustment on 4/1/stases commenced on or after the date of adducted for as promissory acts, lien.  In claim,	\$4,300),* earned within 90 days before filling of the debtor's business, whichever is earlier - 11 on - 11 U.S.C. § 507(a)(4).  Se, lease, or rental of property or services for J.S.C. § 507(a)(6).  It o a spouse, former spouse, or child - 11 U.S.C. at units - 11 U.S.C. § 507(a)(8).  11 U.S.C. § 507(a).  18 and every 3 years thereafter with respect to flustment.  This Space Is for Court Use Only